

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018



VIA UPS 2nd DAY AIR

July 10, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22264-L FILED

JUL 14 '08 -1 34 PM

Re: Memorandum of Lease Agreement

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 19, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22264. (Regarding a previous telephone conversation with Barbara Saddler, the recordation number for this filing should be 22264-L.)

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Thompson Industries, Inc.
4260 S. Arkansas Avenue
Russellville, AR 72801

A description of the railroad equipment covered by the enclosed document is ten (10) 73' Centerbeam flat cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(TOM029)

ASSGN. NO.: TOM029

RECORDATION NO. 22264-L FILED

JUL 14 '08 -1 34 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of July, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Thompson Industries, Inc. ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as March 22, 1996, as amended, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 29 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 2008 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD E SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Gorkulsky
Name: SUSAN GORKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 8th day of July 2008

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of July 2008.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

THOMPSON INDUSTRIES, INC.

By: Clayton Bryson

Name: Clayton Bryson

Title: TRANSPORTATION MANAGER

ATTEST:

By: Kenneth Benfro

Name: Kenneth Benfro

Title: Vice President

Executed on this 30th day of June, 2008.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Perry

I, Karen Burge, a Notary Public of the County and State aforesaid, certify that Kenneth Benfro personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of June, 2008.

Karen Burge
Notary Public

Commission Expires:

10-23-09
(Notary Public)

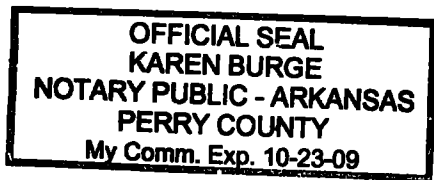


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars equipped with risers, 286,000 GRL

CAR NUMBERS:

NOKL 732853
NOKL 732855
NOKL 732860
NOKL 732878
NOKL 732879
NOKL 732884
NOKL 732892
NOKL 732962
NOKL 732967
NOKL 732997